

KUTAK ROCK & HUIE

THE OMAHA BUILDING

1650 FARNAM STREET

OMAHA, NEBRASKA 68102

(402) 346-6000

ATLANTA
DENVER
LOS ANGELES
MINNEAPOLIS
WASHINGTON

RECORDATION NO. 13304-C
FILED 1425

December 2, 1981

RECORDATION NO. 13304-B
FILED 1425

DEC 3 1981 - 1 00 PM

DEC 3 1981 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

1-337A014

Secretary of the Interstate
Commerce Commission
Recordation Department
Room No. 2303
Attention: Ms. Mildred Lee
12th & Constitution Ave., N.W.
Washington, D. C. 20423

DEC 3 1981
Re. 007-10.00
U.S. DEPT. OF COMMERCE

Dear Secretary:

I have enclosed an original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are secondary documents, dated as of December 3, 1981, and are supplements to, respectively, the Lease of Railroad Equipment recorded on November 10, 1981, under Recordation No. 13304 and the Security Agreement recorded on November 10, 1981, under Recordation No. 13304-A.

The names and addresses of the parties to the transaction are:

Lessor:

Merrill Lynch Leasing Inc.
One Liberty Plaza
165 Broadway
New York, New York 10080

Investor:

United Benefit Life
Insurance Company
Mutual of Omaha Plaza
Omaha, Nebraska 68175

*Completed
Monica Kuhn*

KUTAK ROCK & HUIE

Secretary of the Interstate
Commerce Commission
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Lessee:

Northern Petrochemical Company
2350 East Devon Avenue
Des Plaines, Illinois 60012

Investor:

Woodmen of the World Life
Insurance Society
1700 Farnam Street
Omaha, Nebraska 68102

Guarantor:

InterNorth, Inc.
2223 Dodge Street
Omaha, Nebraska 68102

Agent:

The Omaha National Bank
17th & Farnam Streets
Omaha, Nebraska 68102

The additional equipment covered by the supplements consists of 47 CF-5251 Center Flow Covered Hopper Cars and 6 Jumbo 112J400W Tank Cars, more particularly described in the Equipment Schedule attached hereto.

A fee of \$20 is enclosed. Please return the original documents to Kutak Rock & Huie, The Omaha Building, 1650 Farnam Street, Omaha, Nebraska 68102.

A short summary of the documents to appear in the index follows:

(1) Supplement I dated as of December 3, 1981, to the Lease of Railroad Equipment recorded on November 10, 1981, under Recordation No. 13304, covering the following additional equipment: 47 CF-5251 Center Flow Covered Hopper Cars and 6 Jumbo 112J400W Tank Cars.

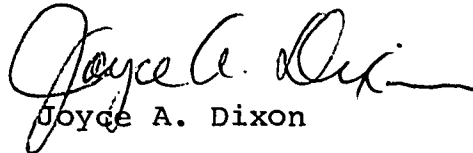
(2) Supplement I dated as of December 3, 1981, to the Security Agreement recorded on November 10, 1981, under Recordation No. 13304-A, covering the following additional

KUTAK ROCK & HUIE

Secretary of the Interstate
Commerce Commission
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equipment: 47 CF-5251 Center Flow Covered Hopper Cars and 6
Jumbo 112J400W Tank Cars.

Very truly yours,


Joyce A. Dixon

sjd

Enclosures

RECORDATION NO. 13304-C
FILED 1981

DEC 3 1981 - 1 02 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT I

to

SECURITY AGREEMENT

between

THE OMAHA NATIONAL BANK
as Agent,

and

MERRILL LYNCH LEASING COMPANY INC.
as Lessor

SECOND FUNDING CLOSING

Dated as of December 3, 1981

Filed and recorded with the Interstate Commerce Commission
pursuant to 49 U.S.C. §11303 on 12/3, 1981, at
M., Recordation No. 13304-13

EQUIPMENT SCHEDULE

<u>Type</u>	<u>Quantity</u>	<u>Car Number</u>	<u>Place of Delivery</u>
CF-5251 Center Flow Covered Hopper Car	1	NPCX 7053	Milton, Pennsylvania
"	1	" 7054	" "
"	1	" 7076	" "
"	1	" 7077	" "
"	1	" 7084	" "
"	1	" 7085	" "
"	1	" 7086	" "
"	1	" 7092	" "
"	1	" 7104	" "
"	1	" 7106	" "
"	1	" 7107	" "
"	1	" 7110	" "
"	1	" 7112	" "
"	1	" 7114	" "
"	33	" 7117-7149	" "
112J400W Tank Car	6	NPCX 520-525	Oklahoma City, Oklahoma

Funding Date:
December 3, 1981

Lessor's Cost Funded
on Such Date:
\$3,216,631.15

IN WITNESS WHEREOF, the Lessor has caused this Supplement to be duly executed as of December 3 , 1981.

MERRILL LYNCH LEASING INC.

By Judith A. Hannaway
Title Officer

STATE OF New York,
COUNTY OF New York SS.

The foregoing instrument was acknowledged before me this third day of December , 1981 by Judith A. Hannaway an Officer of Merrill Lynch Leasing Inc., a Delaware corporation, on behalf of the corporation.

Mari Bannan
Notary Public

(NOTARIAL SEAL)

My Commission expires

MARI BANNAN
Notary Public, State of New York
No. 348-69913
Qualified in New York County
Commission Expires March 30, 1982


IN WITNESS WHEREOF, the Agent has caused this Supplement to be duly executed as of December 3 , 1981.

THE OMAHA NATIONAL BANK

By *Jack B. Wheeler*
Title VICE PRESIDENT

STATE OF Nebraska
COUNTY OF Douglas) SS.

The foregoing instrument was acknowledged before me this 3rd day of December, 1981 by Jack B. Wheeler, a VICE PRESIDENT of The Omaha National Bank, a national banking association, on behalf of the association.

 GENERAL NOTARY - State of Nebraska
BARBARA A. LUNDHOLM
My Comm. Exp. June 12, 1984

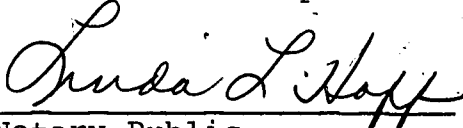
Barbara A. Lundholm
Notary Public

(NOTARIAL SEAL)

My Commission expires 6-12-84.

WASHINGTON
~~STATE OF~~)
DISTRICT OF COLUMBIA SS.
~~COUNTY OF~~)

The undersigned has compared the document to which this certificate is attached with the original thereof, entitled Supplement I to Security Agreement, and certifies that it is a true and correct copy of the same in all respects.



Notary Public
Linda L. Hoff

(NOTARIAL SEAL)

My Commission expires 8/31/83.